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99 JUN 21 PM 5: 52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-06/14/99-01104-015  
\*\*\*122.50 \*\*\*\*78.75

NEON OPTIMIST CLUB OF OLDSMAR  
P.O. Box 325  
Oldsmar, FL 34677-0325

City/State/Zip

Phone #

Office Use Only

(727) 789-5655

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

*Neon Optimist Foundation of Oldsmar, Florida, Inc*  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time \_\_\_\_\_
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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6381626, 621, 2553, 2551,  
199-14018 2550



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 16, 1999

NOON OPTIMIST CLUB OF OLDSMAR  
POST OFFICE BOX 325  
OLDSMAR, FL 34667-0325

SUBJECT: NOON OPTIMIST FOUNDATION OF OLDSMAR, FLORIDA, INC.  
Ref. Number: W99000014018

We have received your document for NOON OPTIMIST FOUNDATION OF OLDSMAR, FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

You must list at least one incorporator with a complete business street address.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 499A00032270

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
NOON OPTIMIST FOUNDATION OF OLDSMAR, FLORIDA, INC.

The undersigned natural person or persons, having capacity to contract and acting as the incorporator or incorporators of the corporation under the Corporation Laws of the State of Florida, adopt the following Charter for such corporation:

1. The name of the corporation shall be: THE OPTIMIST FOUNDATION OF OLDSMAR, FLORIDA, INC.
2. The duration of the corporation shall be: PERPETUAL
3. The address of the principal office of the corporation in the State of Florida shall be: Post Office Box 325, Oldsmar, Florida, 34677, County of Pinellas.
4. The corporation is NOT FOR PROFIT.
5. The specific and sole purpose for which this corporation is formed and is to be operated is to further certain charitable and educational purposes of the Noon Optimist Club of Oldsmar, Inc. (a Not for Profit Club which is exempt from tax, pursuant to Section 501 (c) (4) of the Internal Revenue Code of 1954, as amended and which would meet the requirements described in Section 509 (a) (2) of the Internal Revenue Code of 1954, as amended if it was an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended). Therefore;

- (A) The corporation is organized, and is to be operated, exclusively for charitable and educational purposes. Such purposes are to be carried out solely furtherance of the purposes and in connection with THE NOON OPTIMIST CLUB OF OLDSMAR, FLORIDA, INC., and the corporation shall have power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of

(2)

any or all of the charitable and educational purposes for which the corporation is organized.

(B) The corporation may engage in any lawful act or activity for which corporations may be organized under the Not for Profit Law of the State of Florida, as now enacted or hereafter amended. Such acts and activities shall be for the general purpose of benefiting and carrying out the charitable and educational purposes of the NOON OPTIMIST CLUB OF OLDSMAR, FLORIDA, INC., and shall include the following specific activities:

(1) To conduct charitable and educational programs. These programs shall include but are not limited to the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future United States tax code.

(2) To engage in general activities which are strictly charitable and educational in nature, but also which are in harmony and in furtherance of the Optimist International goals and directives which shall include functioning as an Optimist Foundation, affiliated with Optimist International; to develop optimism as a philosophy of life; to promote an active interest in good government and civic affairs; to inspire respect for law; to promote patriotism and work for International accord and friendship among people; and to aid and encourage the development of youth.

(3) To grant any or all income or assets of the corporation to any organization or organizations formed exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine within the provisions of The Florida Not For Profit Corporation Laws. Notwithstanding any other PROVISION OF THESE Articles of Incorporation of the Optimist Club of Oldsmar,

(3)

Florida, Inc., the corporation shall make no distribution of income or assets which is not in conformance with the provisions of Section 509 (a) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or any future United States Internal Revenue Regulations pertaining to said Section 509(a)(c).

(4) To borrow or raise money for any of the purposes of the corporation, and from time to time, to draw, make, accept, endorse, execute, issue and grant promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures, and other negotiable or nonnegotiable instruments, evidences of indebtedness and agreements; to secure the payment thereof and the interest thereon and the performance thereof by mortgage upon, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Corporation, whether at the time owned or hereafter acquired; and to sell pledge or to otherwise dispose of such securities or other obligations of the charitable and educational purposes.

(5) To have and exercise all powers necessary to or incident to carrying out its corporate powers; to exercise all other rights, powers, and privileges permitted by law, and to possess and enjoy all rights, powers, and privileges which now, or at any time hereafter, may be granted or exercised by a corporation organized under the Not for Profit Corporation Law of Florida.

(6) The above enumerated items are not to limit the scope of activity of the corporation to those enumerated items, but are for the purpose of establishing the primary purposes and the related powers of the corporation. Notwithstanding any other provision of these Articles of Incorporation of The NOON OPTIMIST FOUNDATION OF OLDSMAR, FLORIDA, INC., the foundation will not carry on any activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation,

(4)

to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States International Revenue Law).

6. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office.

7. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for, the payment of all of the liabilities of the corporation by contribution to the Optimist International Foundation, an exempt organization or organizations operating for exempt purposes within the meaning of section 501(c)(3) or corresponding section of any future United States tax code. Any such assets not so disposed of shall be disposed of by the local Court in the county of Pinellas, State of Florida, United States of America, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

8. The Noon Optimist Club of Oldsmar, Florida, Inc., a Not for Profit Club organized and existing under and by virtue of the laws of the State of Florida, shall be the only voting member of the corporation. The Noon Optimist Club of Oldsmar, Florida, Inc., shall vote its one membership vote by act of a majority of the voting directors (hereinafter referred to as the Member) present at a meeting of the club at which a quorum is present. A quorum for this purpose at any given time shall be defined by the then existing By Laws of the Noon Optimist Club of Oldsmar, Florida, Inc., in exercising its voting control over the Optimist Foundation of Oldsmar, Florida, Inc., the voting Board of Directors of the Optimist Foundation of Oldsmar, Florida, Inc.,

shall have the power and authority to act without the voting approval or ratification of the membership of THE NOON OPTIMIST CLUB OF OLDSMAR, FLORIDA, INC.

A. The voting Board of Directors of the Noon Optimist Club of Oldsmar, Florida, Inc., shall exercise its right to vote annually to elect a Board of Directors for the Optimist Foundation of Oldsmar, Florida, Inc. There shall always be at least three Directors of the Noon Optimist Club of Oldsmar, Florida, Inc., however, this number of directors may be increased by a vote of the shareholders of the Optimist Foundation of Oldsmar, Florida, Inc., from time to time. However, only an individual who is an Optimist Club Member may be eligible to serve as a director or officer of the Optimist Foundation of Oldsmar, Florida, Inc. Directors shall be elected as is stated in the Corporate by-laws.

9. Subject to the reservation of the member of the corporation of the power to make, alter, amend or repeal the ByLaws of the corporation, and subject to such restrictions upon the authority of the Board of Directors as may be contained in the ByLaws adopted by the member, the Board of Directors shall have power to make, alter, amend or repeal the ByLaws of the Corporation, but any ByLaws made by the Board of Directors may be altered, amended or repealed by the member.

10. The corporation reserves the right to amend its Articles of Incorporation from time to time, in any and as many respects as may be permitted by the laws of the State of Florida, in effect at the time of the making of any such amendment and in the manner prescribed by said laws.

11. The corporation shall not engage in any business of any kind ordinarily carried on for profit, and nothing in the Articles of Incorporation or in the Constitution or ByLaws shall be interpreted to so authorize the corporation. The corporation shall not enter into any transaction or carry on any activity or engage in any business for pecuniary profit. Any income received by the corporation shall be applied only to the non-profit purposes and objectives of the corporation set forth herein and no part hereof during membership or upon termination of membership shall enure to the benefit of any private member or individual.

12. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the United States International Revenue Code, or corresponding section of any future United States Federal tax code.

13. The Corporation will not engage in any act of self-dealing as defined in section 4941 (d) of the United States Internal Revenue Code, or corresponding section of any future United States Federal Tax Code.

14. The corporation will not retain any excess business holdings as defined in section 4943(c) of the United States Internal Revenue Code, or corresponding section of any future United States Federal Tax Code.

15. The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the United States Internal Revenue Code, or corresponding section of any future United States Federal tax code.

16. The corporation will not make any taxable expenditures as defined in section 4945(d) of the United States Internal Revenue Code, or corresponding section of any future United States Federal Tax Code.

17. Registered agent of the Corporation shall be: Don Klinger, 200 Michaels Cir., Oldsmar, FL 34677  
NOON OPTIMIST CLUB OF OLDSMAR, FLORIDA, INC.

Don Klinger NOON OPTIMIST CLUB OF  
Incorporator OLDSMAR, FL INC.  
P.O.Box 325, Oldsmar, FL 34677

By: Don Klinger - V-P

By: \_\_\_\_\_  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
99 JUN 21 PM 5:52  
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I, Don Klinger, hereby affirm that I am familiar with and accept the duties and responsibilities of Registered Agent.

Don Klinger  
Don Klinger, 200 Michaels Cir., Oldsmar, FL 34677